

Fill in this information to identify the case:

United States Bankruptcy Court for the:

Northern District of Texas

Case number (if known): Chapter 11

☐ Check if this is an amended filing

Official Form 201

Voluntary Petition for Non-Individuals Filing for Bankruptcy

04/20

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and the case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

1. Debtor's name Bay Harbor Investment Group, LLC

2. All other names debtor used in the last 8 years

Include any assumed names, trade names, and *doing business as* names

3. Debtor's federal Employer Identification Number (EIN) 4 7 - 3 5 7 4 5 2 5

4. Debtor's address Principal place of business Mailing address, if different from principal place of business

505 N. Big Spring Suite 601
Number Street

Number Street

Midland, TX 79701
City State ZIP Code

P.O. Box

City State ZIP Code

Midland
County

Location of principal assets, if different from principal place of business

420 E FM 875

Number Street

Midlothian, TX 76065
City State ZIP Code

5. Debtor's website (URL)

6. Type of debtor ☒ Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))

☐ Partnership (excluding LLP)

☐ Other. Specify:

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Debtor Bay Harbor Investment Group, LLC
Name

Case number (if known) _____

7. Describe debtor's business**A. Check one:**

- ☐ Health Care Business (as defined in 11 U.S.C. § 101(27A))
- ☐ Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
- ☐ Railroad (as defined in 11 U.S.C. § 101(44))
- ☐ Stockbroker (as defined in 11 U.S.C. § 101(53A))
- ☐ Commodity Broker (as defined in 11 U.S.C. § 101(6))
- ☐ Clearing Bank (as defined in 11 U.S.C. § 781(3))
- ☒ None of the above

B. Check all that apply:

- ☐ Tax-exempt entity (as described in 26 U.S.C. § 501)
- ☐ Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. § 80a-3)
- ☐ Investment advisor (as defined in 15 U.S.C. § 80b-2(a)(11))

C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor. See <http://www.uscourts.gov/four-digit-national-association-naics-codes>.

5 3 1 1**8. Under which chapter of the Bankruptcy Code is the debtor filing?**

A debtor who is a "small business debtor" must check the first subbox. A debtor as defined in § 1182(1) who elects to proceed under subchapter V of chapter 11 (whether or not the debtor is a "small business debtor") must check the second sub-box

Check one:

- ☐ Chapter 7
- ☐ Chapter 9

☒ Chapter 11. **Check all that apply:**

- ☐ The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D), and its aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,725,625. If this sub-box is selected, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if any of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- ☐ The debtor is a debtor as defined in 11 U.S.C. § 1182(1), its aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$7,500,000, **and it chooses to proceed under Subchapter V of Chapter 11.** If this sub-box is selected, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return, or if any of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- ☐ A plan is being filed with this petition.
- ☐ Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
- ☐ The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the *Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11* (Official Form 201A) with this form.
- ☐ The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.

☐ Chapter 12**9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?**☒ No

☐ Yes. District _____ When _____ Case number _____
MM / DD / YYYY

If more than 2 cases, attach a separate list.

District _____ When _____ Case number _____
MM / DD / YYYY

10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?☒ No

☐ Yes. Debtor _____ Relationship _____

List all cases. If more than 1, attach a separate list.

District _____ When _____
MM / DD / YYYY

Case number, if known _____

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Debtor Bay Harbor Investment Group, LLC
Name

Case number (if known) _____

11. Why is the case filed in this district?*Check all that apply:*

- ☒ Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.
- ☐ A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?☒ No☐ Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.**Why does the property need immediate attention? (Check all that apply.)**

- ☐ It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.
What is the hazard?

- ☐ It needs to be physically secured or protected from the weather.
- ☐ It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).
- ☐ Other _____

Where is the property? _____

Number Street

City

State

ZIP Code

Is the property insured?☐ No☐ Yes.

Insurance agency _____

Contact name _____

Phone _____

Statistical and administrative information**13. Debtor's estimation of available funds?***Check one:*

- ☒ Funds will be available for distribution to unsecured creditors.
- ☐ After any administrative expenses are paid, no funds will be available for distribution to unsecured creditors.

14. Estimated number of creditors

- ☒ 1-49 ☐ 50-99 ☐ 1,000-5,000 ☐ 5,001-10,000 ☐ 25,001-50,000 ☐ 50,000-100,000
- ☐ 100-199 ☐ 200-999 ☐ 10,001-25,000 ☐ More than 100,000

15. Estimated assets

- ☐ \$0-\$50,000 ☐ \$1,000,001-\$10 million ☐ \$500,000,001-\$1 billion
- ☐ \$50,001-\$100,000 ☒ \$10,000,001-\$50 million ☐ \$1,000,000,001-\$10 billion
- ☐ \$100,001-\$500,000 ☐ \$50,000,001-\$100 million ☐ \$10,000,000,001-\$50 billion
- ☐ \$500,001-\$1 million ☐ \$100,000,001-\$500 million ☐ More than \$50 billion

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Debtor Bay Harbor Investment Group, LLC
Name

Case number (if known) _____

16. Estimated liabilities

- | | | |
|--|---|--|
| <input type="checkbox"/> \$0-\$50,000 | <input type="checkbox"/> \$1,000,001-\$10 million | <input type="checkbox"/> \$500,000,001-\$1 billion |
| <input type="checkbox"/> \$50,001-\$100,000 | <input checked="" type="checkbox"/> \$10,000,001-\$50 million | <input type="checkbox"/> \$1,000,000,001-\$10 billion |
| <input type="checkbox"/> \$100,001-\$500,000 | <input type="checkbox"/> \$50,000,001-\$100 million | <input type="checkbox"/> \$10,000,000,001-\$50 billion |
| <input type="checkbox"/> \$500,001-\$1 million | <input type="checkbox"/> \$100,000,001-\$500 million | <input type="checkbox"/> More than \$50 billion |

Request for Relief, Declaration, and Signatures

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

17. Declaration and signature of authorized representative of debtor

- ☐ The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.
- ☐ I have been authorized to file this petition on behalf of the debtor.
- ☐ I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 8/28/2020DocuSigned by: MM/ DD/ YYYY

X Thomas Kelly
611ABE9243FE407...

Signature of authorized representative of debtor

Printed name Thomas KellyTitle President

18. Signature of attorney

X

Signature of attorney for debtor

Date MM/ DD/ YYYYPrinted name Vickie L. DriverFirm name Crowe & Dunlevy, P.C.Number 2525 Street McKinnon St., Suite 425City DallasState TXZIP Code 75201

Contact phone _____

Email address _____

Bar number _____

State _____

Debtor Bay Harbor Investment Group, LLC
Name

Case number (if known) _____

16. Estimated liabilities

- | | | |
|--|---|--|
| <input type="checkbox"/> \$0-\$50,000 | <input type="checkbox"/> \$1,000,001-\$10 million | <input type="checkbox"/> \$500,000,001-\$1 billion |
| <input type="checkbox"/> \$50,001-\$100,000 | <input checked="" type="checkbox"/> \$10,000,001-\$50 million | <input type="checkbox"/> \$1,000,000,001-\$10 billion |
| <input type="checkbox"/> \$100,001-\$500,000 | <input type="checkbox"/> \$50,000,001-\$100 million | <input type="checkbox"/> \$10,000,000,001-\$50 billion |
| <input type="checkbox"/> \$500,001-\$1 million | <input type="checkbox"/> \$100,000,001-\$500 million | <input type="checkbox"/> More than \$50 billion |

Request for Relief, Declaration, and Signatures

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17. Declaration and signature of authorized representative of debtor

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

I have been authorized to file this petition on behalf of the debtor.

I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 08/31/2020
MM/ DD/ YYYY**X**/s/ Thomas Kelly
Signature of authorized representative of debtorThomas Kelly
Printed nameTitle President

18. Signature of attorney

X/s/ Vickie L. Driver
Signature of attorney for debtorDate 08/31/2020
MM/ DD/ YYYYVickie L. Driver
Printed nameCrowe & Dunlevy, P.C.
Firm name2525 McKinnon St., Suite 425
Number StreetDallas TX 75201
City State ZIP Code(214) 420-2142
Contact phonevickie.driver@crowedunlevy.com
Email address24026886 TX
Bar number State

**UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF TEXAS
FORT WORTH DIVISION**

IN RE:
Bay Harbor Investment Group, LLC

CHAPTER 11

DEBTOR(S)

CASE NO

LIST OF EQUITY SECURITY HOLDERS

Registered Name of Holder of Security Last Known Address or Place of Business	Class of Security	Number Registered	Kind of Interest Registered
Thomas Kelly 4348 Taos Road Dallas, TX 75209	Membership Interest	50000	Equity Units
Claudia Kelly 4348 Taos Road Dallas, TX 75209	Membership Interest	50000	Equity Units

**DECLARATION UNDER PENALTY OF PERJURY
ON BEHALF OF A CORPORATION OR PARTNERSHIP**

I, the President of the Nonpublic Corporation
named as the debtor in this case, declare under penalty of perjury that I have read the foregoing list and that it is true
and correct to the best of my information and belief.

Date: 8/28/2020

DocuSigned by:
Thomas Kelly
Signature: 611ABE9243FE407...
Thomas Kelly, President

Fill in this information to identify the case:

Debtor name Bay Harbor Investment Group, LLC

United States Bankruptcy Court for the:

Northern District of Texas

Case number (if known): _____

☐ Check if this is an amended filing**Official Form 204****Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders**

12/15

A list of creditors holding the 20 largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person or entity who is an *insider*, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the 20 largest unsecured claims.

	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
1	Ellis County Tax Assessor-Collector John Bridges PO Drawer 188 Waxahachie, TX 75168-0188		2019 Property Taxes				\$40,965.34
2	Haynes and Boone LLP PO Box 841399 Dallas, TX 75284-1399	(214) 651-5045	Legal Services				\$150,513.41
3	Stone-Tec, Inc. 2929 W. Kingsley Road Garland, TX 75041	(972) 278-4477	Services				\$35,572.00
4							
5							
6							
7							
8							

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Debtor Bay Harbor Investment Group, LLC
Name

Case number (if known) _____

	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
9							
10							
11							
12							
13							
14							
15							
16							
17							
18							
19							
20							

**UNANIMOUS WRITTEN CONSENT AND RESOLUTION OF
THE MEMBERS OF BAY HARBOR INVESTMENT GROUP, LLC**

IN LIEU OF ORGANIZATIONAL MEETING

The undersigned, being all the members of Bay Harbor Investment Group, LLC, (the "Company"), a Texas limited liability company, does by this Unanimous Written Consent hereby adopt the following Resolution by a unanimous vote, and agrees to take the following actions and adopts the following resolutions:

WHEREAS, the undersigned, being Members of the Company have reviewed and discussed the Company's current financial viability; and

WHEREAS, the Members have evaluated and considered the information provided and the recommendations of the Company's Manager and legal advisors; and

WHEREAS the Members have determined that it is their best interests, and in the best interest of the Company, that the Company file a petition seeking relief under the provisions of chapter 11, title 11 of the United States Code (the "Bankruptcy Code") in the United States Bankruptcy Court for the Northern District of Texas, Fort Worth Division (the "Bankruptcy Court");

IT IS:

NOW, THEREFORE RESOLVED, that in the judgment of all the of the Members, it is desirable and in the best interests of the Company, its creditors employees, members and other interested parties, that the Company file a petition seeking relief under the provisions of chapter 11 of the Bankruptcy Code in the United States Bankruptcy Court for the Northern District of Texas, Fort Worth Division; and it is

FURTHER RESOLVED, that the Members hereby delegate to Thomas Kelly, Managing Member of the Company, authority and control of the Company with regarding to management and executive decision making responsibility for the bankruptcy proceedings, to execute and verify a voluntary petition for relief under chapter 11 of the Bankruptcy Code, and to cause same to be filed with the Bankruptcy Court; and it is

FURTHER RESOLVED, that Thomas Kelly is authorized to execute and file all petitions, schedules, lists, motions, pleadings, instruments, affidavits, applications, statements, and all materials related thereto, and to take such additional actions as he may deem necessary or proper with a view to the successful prosecution of the Company's chapter 11 case; and it is

FURTHER RESOLVED, that Thomas Kelly is authorized and empowered to grant security interests and liens upon all or substantially all of the Company's assets as may be deemed necessary in connection with such borrowings under a debtor in possession lending facility or the use of cash collateral; and that the Company's granting of any such security's interest be, and hereby is, approved; and Thomas Kelly is authorized, empowered and directed to execute any loan documents in connection therewith on the Company's behalf; and it is

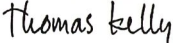


FURTHER RESOLVED, that Thomas Kelly is authorized, in the name of and on behalf of the Company, to take or cause to be taken any and all such further action and to incur all such fees and expenses as in his judgment shall be necessary, appropriate or advisable to effectuate the purpose and intent of any of the foregoing resolutions, including but not limited to the hiring and retention of any and all professionals needed to support, advise or otherwise effectuate the Company's bankruptcy case, and to pay such professionals in connection therewith on the Company's behalf.

This written resolution may be executed in one or more counterparts and by facsimile, each of which shall constitute an original document, but all of which taken together shall constitute one instrument. Each counterpart shall be effective with respect to each Member signing it, even if another Member whose signature is contemplated hereunder does not sign the same counterpart.

8/28/2020

IN WITNESS HEREOF, this consent is executed this ____ day of August, 2020.

MEMBERS:

<p>DocuSigned by:  611ABE9243FE407...</p> <p>Thomas Kelly (50%) Managing Member President Secretary</p>	<p>DocuSigned by:  611ABE9243FE407...</p> <p>DocuSigned by:  F31B27C158EC4A3...</p> <p>Claudia Kelly (50%) Member Vice President Treasurer</p>
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Fill in this information to identify the case:

Debtor name Bay Harbor Investment Group, LLC

United States Bankruptcy Court for the:

Northern District of Texas

Case number (if known): _____

☐ Check if this is an amended filing**Official Form 202****Declaration Under Penalty of Perjury for Non-Individual Debtors**

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING – Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- ☐ *Schedule A/B: Assets—Real and Personal Property* (Official Form 206A/B)
- ☐ *Schedule D: Creditors Who Have Claims Secured by Property* (Official Form 206D)
- ☐ *Schedule E/F: Creditors Who Have Unsecured Claims* (Official Form 206E/F)
- ☐ *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G)
- ☐ *Schedule H: Codebtors* (Official Form 206H)
- ☐ *A Summary of Assets and Liabilities for Non-Individuals* (Official Form 206A-Summary)
- ☐ *Amended Schedule* _____
- ☒ *Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders* (Official Form 204)
- ☐ Other document that requires a declaration _____

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 8/28/2020
MM/ DD/ YYYY

DocuSigned by:
X Thomas Kelly
611ABE9243FE407...
Signature of individual signing on behalf of debtor

Thomas Kelly
Printed name

President
Position or relationship to debtor